

THIS **ASSOCIATION AGREEMENT** made as of June 11, 2021.

BETWEEN: (to include all of the OHT physicians)

Dr.
Dr.
Dr.

(collectively referred to as the “Physicians”)

WHEREAS the Physicians desire to constitute a group arrangement as an unincorporated association (the “Association”) in order to select representative physicians for the Eastern York Region North Durham (EYRND) Ontario Health Team (OHT) Primary Care Advisory Council (PCAC) and to approve or reject amendments proposed with respect to changes to the composition of the PCAC and any alteration to or renewal of the fundamental terms of the EYRND OHT Agreement and/or the Accountability and Services Agreement with Ontario Health;

AND WHEREAS the parties have entered into participation agreements with EYRND OHT for the purposes of fulfilling obligations under the EYRND OHT Accountability and Service Agreement;

AND WHEREAS in constituting the Association, the Physicians desire to set out certain administrative procedures and covenants which are fundamental to the operation of the Association;

AND WHEREAS the Physicians agree to conduct their affairs in a manner that promotes participation, collegiality, democracy, transparency, and cooperation.

NOW THEREFORE THIS AGREEMENT WITNESSETH that, in consideration of the mutual covenants and agreements contained herein, the Physicians covenant and agree with each other as follows:

ARTICLE 1. INTERPRETATION

1.01 Definitions

In this Agreement, unless the context otherwise requires, the following additional definitions shall apply and the definitions in the OHT Accountability Service Agreement and the EYRND OHT Agreement are incorporated by reference herein:

1.02 Governing Law

This Agreement shall be governed by and construed in accordance with the laws of Ontario.

1.03 Gender

The use of the terms “he” and “his” shall also mean the feminine, and the neuter gender when referring to an incorporated Physician.

1.04 Conflicts

In the event of any conflicts or inconsistencies between the terms of this Agreement and those of the EYRND OHT Collaborative Agreement, the terms of the EYRND OHT Collaborative Agreement shall prevail.

1.05 Meetings and Quorum

Unless otherwise stated herein the quorum to transact business at Association meetings shall be 50% plus one Physicians. Proxy voting is permitted by using the proxy form in Schedule “B” or such other form as the Physicians may decide. Electronic voting is permitted if the Physicians so decide.

ARTICLE 2. ESTABLISHMENT OF THE ASSOCIATION

2.01 Purpose of the Association

The Association is established to select representatives for the EYRND OHT PCAC and to approve all amendments to the EYRND OHT Collaborative Agreement.

2.02 Name

The name and style of the Association shall be the “Eastern York Region North Durham Physician Association” (“EYRND PA”) or such other name as the Physicians may from time to time agree upon. The Association is constituted for administrative purposes only and is not intended to create partnership or any similar form of undertaking.

2.03 Term

The Association shall continue until dissolved by a unanimous resolution and shall include any person who has affixed his signature opposite his name on the signing pages hereto, but does not include those persons who may, from time to time, cease to be members of the Association. The admission or withdrawal of a Physician shall not cause the dissolution of the Association.

2.04 Group Activities

The Physicians agree that the business of the Association will be carried out based on the attributes of collegiality, cooperation, democracy, participation and transparency.

2.05 Meetings

The Physicians shall meet as required to elect members to represent EYRND PA at the PCAC and to vote on proposed amendments on changes to the composition of the PCAC, changes in the organization of PCAC and any alteration to or renewal of the fundamental terms of the Collaborative Agreement and/or the Accountability Service Agreement. Notice of meetings shall be given by the PCAC Chair at least 15 days in advance of the meeting to include an agenda.

ARTICLE 3. MANAGEMENT OF ASSOCIATION

3.01 PCAC Chair

- a) The PCAC Chair must be a Physician elected by the EYRND PA for a two-year overlapping term.
- b) The PCAC Chair's duties and responsibilities may be described in a written position description approved by EYRND PA and will also include such tasks as are assigned by the Physicians from time to time.
- c) The PCAC will decide on the process by which the PCAC Chair may be elected and/or removed from office.
- d) The PCAC Chair may receive a stipend as determined by EYRND PA.
- e) The PCAC Chair shall be responsible for the day-to-day management of the Association, subject to the direction of the Physicians. Job description including the responsibilities of the PCAC Chair is included as part of the Appendix A.
- f) PCAC Chair shall participate at the Core Leadership Council meetings.

3.02 Primary Care Advisory Council (PCAC)

The EYRND PA will be engaged in EYRND OHT activities via the PCAC. The Terms of Reference and the membership election of the PCAC is included in Appendix B.

3.03 Meetings of the Association

- a) Each Physician shall have an equal interest in the Association and shall be entitled to one vote on all Association business.
- b) The Physicians shall conduct regular meetings as required within the EYRND OHT catchment area. In addition, any Physician may requisition an Association meeting upon not less than ten days prior written notice to each of the other Physicians. Any such notice shall specify the date and place of such requisitioned meeting and shall include an agenda.
- c) The PCAC Chair shall keep minutes of all meetings and send notices as required.
- d) Decisions on amendments to the EYRND OHT PA agreement shall be voted on at a meeting or electronically.
- e) The EYRND PA will approve any amendments only after approval by two-thirds of Participating Physicians who cast their ballot at a duly organized vote or meeting. Participating Physicians will receive at least ten days' notice of any meeting at which such vote will be taken.

3.04 Elections

- a) Physicians will vote for six (6) representatives to sit on the PCAC by secret ballot.
- b) Interested candidates will apply for the PCAC and PCAC Chair positions separately.
- c) The EYRND PA membership will also elect the PCAC Chair.

4.0 Entire Agreement

This Agreement constitutes the entire agreement between the Physicians and except as herein stated and in the instruments and documents to be executed and delivered pursuant hereto, contains all of the representations and warranties of the parties. There are no oral representations or warranties among the Physicians of any kind. This Agreement may not be amended or modified in any respect except by written instrument signed by all Physicians.

5.0 Successors and Assigns

This Agreement shall endure to the benefit of and be binding upon the parties and their respective heirs, successors, estates and assigns.

6.0 Severability

In the event that any one or more of the provisions of this Agreement shall be held to be invalid or unenforceable by a court of competent jurisdiction, such provision(s) shall be deemed not to have been written and shall not affect the validity or enforceability of any other provisions of this Agreement.

7.0 Termination from the Association

In the event that a physician chooses to voluntary leave the Association Agreement, the request should be given in writing to the PCAC Chair 60-days in advance for consideration.

Should a member of the Association not comply with the mandate of the Association, values and principles of the EYRND OHT, the majority of the Association (70% of membership) will vote for termination of the member. The member has the right to appeal to present to the PCAC. The PCAC will inform the members of the Association of the result.

All members of the Association should be in good standing with the College of Physician and Surgeons of Ontario (CPSO). Failure to comply with CPSO standards will be an automatic termination from this Association. Upon reinstatement of the license, the physician may apply to become a member of the Association.

Members are required to let the PCAC Chair know of any criminal proceedings. If convicted, automatic termination of membership shall ensue.

IN WITNESS WHEREOF this Agreement has been executed by the parties hereto.
Signed, sealed and delivered in the presence of:

Witness Name

Dr. _____
Physician Name

Witness Signature

Physician Signature

EYRND PHYSICIAN ASSOCIATION Subscription Declaration

**TO: All Associates
(hereinafter referred to as the “Association”)**

AND TO: All current members of the Association (hereinafter referred to as the “Associate Physicians”) IN CONSIDERATION of the Association agreeing to allow me to become a member of the Association, and for other good and valuable consideration, the receipt of which is hereby acknowledged, I hereby declare and agree as follows:

1. I have been provided with a copy of the EYRND OHT Physicians Association dated June 11, 2021. I have read the Agreements, understand them and have had the opportunity to obtain independent legal advice with respect to thereto.

2. I hereby agree to be bound by all terms of the Agreements as a party to the Agreements as if I had signed the Agreements as of the date below written. Without limiting the generality of the foregoing obligation, I also agree as follows:

- a. I will fulfill all Physicians' obligations listed in Agreements;
- b. In the event that I breach any term of the Association Agreement, the Association and the Associate Physicians shall have the rights set out in the Agreement to terminate my membership in the Association; and
- c. If I decide to withdraw from the Association, I shall provide the Association and the Associate Physicians with at least 60 days notice. I understand that in such event, certain provisions of the Agreement continue to be binding upon me including with respect to my ongoing liabilities.

IN WITNESS WHEREOF this Subscription Declaration has been executed by myself on

_____, 2021.

Witness Name

Dr. _____
Physician Name

Witness Signature

Physician Signature

Physician Contact Information

Name of Family Practice Office: _____

Address: _____

Office Phone Number: _____

Office Fax Number: _____

Office Backline Number (may be shared with specialists): _____

Email Address (for OHT mailing list only, will not be shared):

Practice Information (Used to provide aggregate information about our OHT family physicians, individual responses are not shared):

Practice Type (FHT, FHO, FHG, CCM, Other Model): _____

FTEs (Full Time Equivalents): _____

Rostered Patients: _____

Please kindly fax the signed Physician Association Agreement to 905-472-7086

Appendix A
Eastern York Region North Durham Ontario Health Team
Primary Care Advisory Council
PCAC Chair Job Description

Background:

The healthcare landscape in Ontario is changing. The Province of Ontario has passed legislation to provide a new way of organizing and delivering services in local communities through the creation of Ontario Health Teams (OHTs).

Markham Stouffville Hospital (MSH), in collaboration with people with lived experience, caregivers, residents, primary care partners and community service providers, is at the forefront of this initiative, with the development of the new Eastern York Region North Durham (EYRND) OHT. Under this new OHT plan, healthcare providers (including hospitals, doctors and home and community care agencies) will work as one coordinated team to meet the needs of our community.

At maturity, the EYRND OHT, will be responsible for a population of approximately 300,000 people centered on primary care enrollment and utilization. Ensuring primary care is at the core of this healthcare transformation, requires a dedicated primary care to support the OHT primary care engagement and participation.

The Primary Care Advisory Council (PCAC) Chair is a **champion** for primary care in the EYRND region, whose primary function is to engage and build relationships with primary care providers regarding OHT business. This engagement could consist of information about the OHT, collecting feedback/input on the design and development of the OHT and various initiatives, addressing concerns about the joining the OHT, and encouraging physicians to become members of the EYRND OHT. The lead will also serve as a first and on-going (where appropriate) point of contact for primary care providers regarding OHT business.

The PCAC Chair will lead the Primary Care Advisory Council as well as Primary Care Action Team related to Primary Care Work. In addition, the PCAC Chair will represent the broader EYRND OHT Physicians at the EYRND OHT Core Leadership.

Expectations of this role:

- Lead the planning, coordination, communications, and stakeholder engagement processes necessary to actively engage Primary Care Physicians in EYRND OHT;
- Establishing and maintaining strong relationships and partnerships with OntarioMD, Ontario Medical Association (OMA), Ontario College of Family Physicians (OCFP), Association of Family Health teams of Ontario (AFHTO), Ministry of Health as well as other regional and provincial key stakeholders for physician engagement planning, and opportunities for collaboration;

- Chair the Primary Care Advisory Council meeting and perform the day-to-day duties/responsibilities as the Primary Care Advisory Council Chair, including providing direction to the Project Manager in developing materials;
- Manage the EYRND Physician Association over a two-year overlapping term.
- Actively participate in the Core Leadership meetings and be the key person to bring the insights back to Primary Care Advisory Council.
- Co-chair the Action Team 2: developing resources for Primary Care Physicians focusing on Mental Health and Addictions and Dementia for the Year 1 of the OHT.
- Identifying and engaging additional stakeholders and expanding the number of Physicians activity involved in the OHT as needed; and
- Act as a key point of contact for coordination of all EYRND OHT Primary Care planning, communication and implementation activities.

Qualifications and Experience:

- Primary Care Physician practicing in the Eastern York Region North Durham OHT Catchment
- Demonstrated leadership, relationship-building, motivational and change management skills
- Strong understanding of Eastern York Region North Durham communities, and familiarity with pressure points related to Mental Health and Addictions and Dementia
- Superior analytical, problem-solving abilities and data analysis and utilization skills
- Ability to work under pressure and tight timelines
- Demonstrated innovative and out-of-the-box thinking and ability to handle and navigate ambiguity
- Extensive knowledge of provincial health care structures, processes, funding mechanisms and current priorities is strongly preferred

Compensation:

\$130/hour for active participation. This role may require one to two days/week or as the responsibilities require.

Appendix B
Eastern York Region North Durham Ontario Health Team
Primary Care Advisory Council
Terms of Reference

Purpose:

The Eastern York Region North Durham (EYRND) Primary Care Advisory Council (PCAC) is responsible for developing recommendations for the integration of primary care into the EYRND OHT. The PCAC responsibilities include the following:

- To provide collaborative advice and leadership for the implementation of the EYRND OHT strategic plan and specifically:
 - **Priority 1: Access and navigation**
 - Increase Primary Care coordination, including patient transitions between service providers along the continuum of care
 - Improve access to high quality care for the EYRND attributed population
 - Engage and collaborate with primary care providers and system planners to better support the patient journey
 - **Priority 2: Strengthen support and resources for primary care providers**
 - Increase the integration of primary care within the broader continuum of care
 - Two-way engagement between primary health care providers and system planners
 - Improve the interface between chronic disease management and primary care
 - **Priority 3: Digital connectivity**
 - Collaboration on digital connectivity
 - Facilitate virtual connectivity across primary care and with other healthcare and service providers
 - Honour patient privacy above all while expanding digital options
 - **Priority 4: Community education and engagement**
 - Promote patient self-management, self-assessment, health literacy, and patient and caregiver empowerment
 - Promote caregiver awareness and inclusion as part of care planning
- To seek feedback from primary care providers from different sectors in co-designing an integrated care model
- Collaborate with other groups and committees both within the OHT and outside the OHT to better improve engagement

Scope of Work:

"IN" Scope	"OUT" of Scope
<p><i>The PCAC Will:</i></p> <ul style="list-style-type: none">• Share knowledge, experience and best practices pertaining to primary care• Provide recommendations to the EYRND OHT with regards to standardization, coordination, access, and quality of care• Support the implementation of the EYRND OHT strategic direction• Review strategy, management and educational materials for the OHT	<p><i>The PCAC Will Not:</i></p> <ul style="list-style-type: none">• Undertake decision-making regarding remuneration of physicians• Family Health Team operation plan• Address patient-specific issues or concerns

Guiding Principles:

The PCAC will embrace and adhere to the following guiding principles:

- All members are committed to the OHT values, vision, mission, and strategic priorities. All members will work in a respectful, professional, collaborative, and empowering manner to model excellent diversity and equity practices.
- All members will recognize and respect the diversity of personal experiences, skills, expertise, communication styles, and leadership styles within the group.
- The Council will strive to ensure health equity is a key component of its work, utilizing tools such as HEIA Framework.

Roles and Responsibilities:

Role of the PCAC Members:

The purpose and mandate of the Council are outlined above. As such, members will assume the following responsibilities to achieve this purpose:

- Provide advice and strategic direction on the planning, development and implementation of specific primary health care initiatives to the EYRND OHT Core Leadership Council.
- Provide advice and strategic direction on the alignment of primary care providers and organizations to improve system integration and enhance patient care.
- Communicate and engage with local primary care colleagues to gather feedback through formal and informal mechanisms, such as rounds, electronic updates, practice visits, journal clubs etc. in order to advise the Council and to share key messages back to the primary care community.
- Council may be asked to promote the EYRND OHT strategic directions, new initiatives back to their respective communities, in partnership with the EYRND OHT staff.

- Serve as a resource to the local primary care community to answer questions on PCAC and OHT activities and direction.

The Role of the PCAC Chair will be to:

- Lead meetings to ensure advancement of the agenda within the timelines allocated for specific agenda items.
- Facilitate meetings to ensure input is solicited from members and each member has an equal voice.
- Organize the structure and function of the PCAC, ensuring responsiveness and effectiveness.
- Consolidate the recommendations and action items from the PCAC and report progress to EYRND OHT Core Leadership Council for endorsement and approval.
- Represent the primary care sector at EYRND OHT Core Leadership Council.

Membership

The PCAC Chair & members shall serve for 2-year overlapping terms. The membership of the PCAC includes seven individuals; one to be an administrator from FHT and six physicians with representations across the following domains. These individuals shall be elected by the Physician Association members through a virtual voting process.

Of the six physicians, one will serve as the PCAC Chair. This individual shall also be elected by the Physician Association members.

Optional: The PCAC may consider adding allied health and patient/caregiver representation in future membership. As such, Terms of Reference may be amended by the PCAC.

Other subject matter experts will be engaged as required.

Reporting Relationships

The PCAC reporting relationships are as follows:

- Through the PCAC Chair, the PCAC will report recommendations to the EYRND OHT Core Leadership Council.
- The PCAC will consult with other Action Teams as needed (e.g., Access and Navigation, Primary Care Resources, Digital Health, Communications, etc.).

Vice-Chair

- The vice-chair will serve as a replacement for the PCAC Chair in the event that the PCAC Chair is no longer able to fulfill his/her duties.
- The Vice-chair will attend all meetings that the PCAC Chair is unable to attend. He/she will serve

- for a temporary period no longer in duration than the term of the PCAC Chair.
- The PCAC members will select the vice-chair.

Frequency of Meetings

The PCAC will meet monthly for two hours. Additional meetings will be held at the discretion of the PCAC Chair, and/or if the majority of members request a meeting. Alternative meeting formats (i.e. teleconference) will be considered.

Decision-Making Process

Decisions about termination require 50% plus one of the total number of members. Other decisions are subject to discussion at the PCAC to determine process.

Quorum Requirements

Quorum of the PCAC will be 50% plus one of its membership. To constitute a formal meeting a majority of members must be in attendance.

Secretariat Support

EYRND OHT shall provide Secretariat support to the PCAC.

Compensation

An honorarium will be provided to all members of the PCAC. The specific amount of the honorarium is to be decided.